

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

MIDDLE DISTRICT OF FLORIDA

Case number (if known)

Chapter 11☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name RMS Titanic, Inc.
2. All other names debtor used in the last 8 years  
Include any assumed names, trade names and *doing business as* names
3. Debtor's federal Employer Identification Number (EIN) 59-2753162
4. Debtor's address
 

Principal place of business  <u>3045 Kingston Court</u> <u>Suite 1</u> <u>Peachtree Corners, GA 30071</u> <small>Number, Street, City, State &amp; ZIP Code</small>  <u>Gwinnett</u> <small>County</small>	Mailing address, if different from principal place of business  <hr/> <small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small>  Location of principal assets, if different from principal place of business  <hr/> <small>Number, Street, City, State &amp; ZIP Code</small>
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5. Debtor's website (URL) www.premierexhibitions.com
6. Type of debtor
 

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership  
☐ Other. Specify: \_\_\_\_\_

Debtor **RMS Titanic, Inc.**  
Name

Case number (if known)

**7. Describe debtor's business** A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53AB))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80a-3)

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.naics.com/search/>.

**8. Under which chapter of the Bankruptcy Code is the Debtor filing?***Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operation, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<b>SEE ANNEX 1</b>	Relationship to you	_____
District	_____	When	_____
		Case number, if known	_____

Debtor RMS Titanic, Inc.  
Name

Case number (if known) \_\_\_\_\_

## 11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

## 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_

Where is the property? \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

## Statistical and administrative information

## 13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

## 14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

## 15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

## 16. Estimated liabilities

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor RMS Titanic, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Request for Relief, Declaration, and Signature****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 14, 2016  
MM / DD / YYYY**X /s/ Michael J. Little**

Signature of authorized representative of debtor

**Michael J. Little**

Printed name

Title **Chief Financial Officer and Chief  
Operating Officer****18. Signature of attorney****X /s/ Daniel F. Blanks**

Signature of attorney for debtor

Date **June 14, 2016**

MM / DD / YYYY

**Daniel F. Blanks**

Printed name

**Nelson Mullins Riley & Scarborough, LLP**

Firm name

**50 N. Laura Street****Suite 4100****Jacksonville, FL 32202**

Number, Street, City, State &amp; ZIP Code

Contact phone **(904) 665-3600**Email address **daniel.blanks@nelsonmullins.com****88957**

Bar number and State

**Annex 1****SCHEDULE OF DEBTORS**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. These entities seek joint administration with RMS Titanic, Inc. and its affiliates' jointly administered cases under Case No. 16-\_\_\_\_\_ pursuant to the *Order Granting Debtors' Motion for Order (i) Directing Joint Administration of the Chapter 11 Cases Pursuant to Bankruptcy Rule 1015(b) and (ii) Waiving Requirements of Bankruptcy Code Section 342(c)(1) and Bankruptcy Rule 2002(n)* [D.E. \_\_\_\_].

<b>Debtor</b>	<b>Employer Identification Number (EIN)</b>
RMS Titanic, Inc.	59-2753162
Premier Exhibitions, Inc.	20-1424922
Premier Exhibitions Management, LLC	45-3723101
Arts and Exhibitions International, LLC	45-3723101
Premier Exhibitions International, LLC	26-3285075
Premier Exhibitions NYC, Inc.	65-1309246
Premier Merchandising, LLC	26-2213867
Dinosaurs Unearthed Corp.	68-0677309

**Fill in this information to identify the case:**Debtor name RMS Titanic, Inc.United States Bankruptcy Court for the: MIDDLE DISTRICT OF FLORIDA

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 14, 2016X /s/ Michael J. Little

Signature of individual signing on behalf of debtor

Michael J. Little

Printed name

Chief Financial Officer and Chief Operating Officer

Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name **RMS Titanic, Inc.**  
 United States Bankruptcy Court for the: **MIDDLE DISTRICT OF FLORIDA**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an  
 amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
417 Fifth Ave. Real Estate L c/o Sebastian Capital, Inc. 417 Fifth Avenue New York, NY 10016	Roxana Girand rgirand@sebastian-capital.com	Lease	Contingent Unliquidated Disputed			\$421,378.00
ABC Imaging 1155 21st Street NW Suite M Washington, DC 20036	accountsreceivable@abcimaging.com (202) 429.8870	Trade	Contingent Unliquidated Disputed			\$36,013.00
Broadway Video 30 Rockefeller Plaza 54th Floor New York, NY 10112	byonschoeler@broadwayvideo.com	Trade	Contingent Unliquidated Disputed			\$250,000.00
CBS Outdoor/Outfront Media 185 US Highway 46 Fairfield, NJ 07004	cashapplications@cbsoutdoor.com (973) 575-6900	Trade	Contingent Unliquidated Disputed			\$111,500.00
Dentons Canada LLP 77 King Street West Suite 400 Toronto, ON	Catherine Wade catherine.wade@dentons.com	Professional services	Disputed			\$167,917.00
George F. Eyde LLC 300 S. Washington Square Suite 400 Lansing, MI 48933	rundell@eyde.com (517) 351-2480	Trade	Contingent Unliquidated Disputed			\$200,000.00
Hoffen Global Ltd. 305 Crosstree Lane Atlanta, GA 30328	ejones@penderlaw.com (678) 576-8253	Trade	Contingent Unliquidated Disputed			\$360,489.00

Debtor **RMS Titanic, Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
NASDAQ Stock Market LLC 805 King Farm Blvd. Rockville, NC 28050	Edwin Asprer Edwin.Asprer@nasdaq.com (301) 978-8391	Trade	Contingent Unliquidated Disputed			\$45,578.00
NY Dept. of Taxation and Fin ATTN: Office of Counsel Building 9 W. A. Harriman Campus Albany, NY 12227	518-485-6027	Taxes	Disputed			\$400,000.00
PacBridge Limited Partners 22/F Fung House 19-20 Connaught Road Central Hong Kong	wongg@pacbridgepartners.com 85234137395	Trade	Contingent Unliquidated Disputed			\$1,200,000.00
Ramparts, Inc. 3900 Las Vegas Blvd. S. Las Vegas, NV 89119	plavoie@excalibur.com (702) 262-4015	Trade	Contingent Unliquidated Disputed			\$674,069.00
Samuel Weiser 565 Willow Road Winnetka, IL 60093	ssw2660@comcast.net (312) 375-8796	Trade	Contingent Unliquidated Disputed			\$180,000.00
Screen Actors Guild 1900 Broadway 5th Floor New York, NY 10023	Connie Best connie.best@sagaftra.org (212) 863-4249	Trade	Contingent Unliquidated Disputed			\$260,000.00
Seaventures, Ltd. 5603 Oxford Moor Blvd. Windermere, FL 34786	jbm720@aol.com	Trade	Contingent Unliquidated Disputed			\$225,000.00
Soprintendenza Archeologica di Napoli e Pompei Piazza Museo 19 Naples, Italy	martamaggiano@mondomostre.it	Trade	Disputed			\$460,092.00
Structure Tone, Inc. 770 Broadway, 9th Floor New York, NY 10003	Joe Marsh kanoushian@structuretone.com (212) 481-6100	Trade	Contingent Unliquidated Disputed			\$1,346,000.00



Debtor **RMS Titanic, Inc.**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
TPL 3340 Peachtree Road Suite 2140 Atlanta, GA 30326	sfinestone@fmatto rneys.com	Trade	Contingent Unliquidated Disputed			\$147,000.00
Verifone, Inc. 300 South Park Place Blvd. Clearwater, FL 33759	antonia_T1@verifo ne.com (727) 953-4000	Trade	Contingent Unliquidated Disputed			\$248,000.00
WNBC - NBC Universal Media 15000 SW 27th Street Hollywood, FL 33027	David Guilick  David.Guilick@nbc uni.com (954) 622-7800	Trade	Contingent Unliquidated Disputed			\$51,398.00
Zigong Gengu Longteng Science & Techn.Co. No. 10-4 TaiFeng Bldg. 68 HuiDong Road Zigong, Sichuan, China		Trade	Contingent Unliquidated Disputed			\$41,266.00

Official Form 201A (12/15)

*[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition]*

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,<sup>1</sup>

Case No.

Chapter 11

Debtors.

(Joint Administration Requested)

**Attachment to Voluntary Petition for  
Non-Individuals Filing for Bankruptcy Under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-24452.

2. The following financial data is the latest available information and refers to the debtor's condition on June 13, 2016.

a. Total assets \$36,000,000

b. Total debts (including debts listed in 2.c., below) \$15,000,000

c. Debt securities held by more than 500 holders

Approximate  
number of  
holders:

<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$	_____	0
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$	_____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$	_____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$	_____	_____
<input type="checkbox"/> secured	<input type="checkbox"/> unsecured	<input type="checkbox"/> subordinated	\$	_____	_____

<sup>1</sup> The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

- d. Number of shares of preferred stock: 0
- e. Number of shares common stock: \$65,000,000

Comments, if any: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Brief description of debtor's business: Exhibitions of museum  
quality artifacts and displays.  
\_\_\_\_\_

4. List the names of any person who directly or indirectly owns, controls,  
or holds, with power to vote, 5% or more of the voting securities of debtor:  
Cede & Co.; High Nature Holding Limited  
\_\_\_\_\_  
\_\_\_\_\_

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS  
OF  
RMS TITANIC, INC.,  
a Florida corporation**

**June 13, 2016**

**WHEREAS**, the Board of Directors (the “**Board**”) of RMS Titanic, Inc., a Florida corporation (the “**Company**”), has reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business; and

**WHEREAS**, after due deliberation, the Board has determined that it is desirable and in the best interests of the Company, its creditors, its shareholders and other interested parties to file a voluntary petition under Chapter 11 of Title 11 of the United States Code (“**Bankruptcy Code**”) pursuant to 11 U.S.C. § 101, *et seq.* (the “**Reorganization**”); and

**WHEREAS**, the Board has considered the business and financial conditions and results of operations of the Company and its direct and indirect subsidiaries (the “**Subsidiaries**”) as of the date hereof, including without limitation the assets and liabilities (current and long-term), historical and current performance and the market for the goods sold by the Company and its Subsidiaries; and

**WHEREAS**, the Board has reviewed, considered, and received the recommendations of the senior management of the Company and the Company's professionals and advisors as to the relative risks and benefits of the Reorganization.

**NOW, THEREFORE, BE IT RESOLVED**, that, based on factors and information deemed relevant by the Board, in the judgment of the Board, it is in the best interest of the Company, its creditors, its shareholders and other interested parties, under the circumstances set forth herein, that all actions be taken by the Company to initiate the Reorganization on behalf of the Company to preserve the value available to the creditors and shareholders of the Company; and it is

**RESOLVED FURTHER**, that each of the officers of the Company (each an “**Authorized Officer**” and all “**Authorized Officers**”) is hereby authorized and empowered to execute and verify a petition in the name of the Company and its Subsidiaries under the provisions of Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Middle District of Florida (the “**Bankruptcy Court**”) (or in such other jurisdiction or court as said Authorized Officers may deem necessary or appropriate), to commence any ancillary or related proceedings as may be necessary or appropriate to effectuate the purposes of the Reorganization, and to execute, verify, and cause to be filed all documents in furtherance thereof; and it is

**RESOLVED FURTHER**, that each Authorized Officer is hereby authorized and empowered to negotiate, enter into, execute, deliver, certify, file, record, and perform, any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including, without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other actions, as in the judgment of such Authorized Officer shall be or become necessary, proper, or desirable in connection with the Reorganization; and it is

**RESOLVED FURTHER**, that the Authorized Officers be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Company to make arrangements for post-petition financing or use of cash collateral for the Company and the Reorganization and to execute any and all documents that, at the discretion of such Authorized Officers, are necessary, convenient, or advisable for consummating such financing; and it is

**RESOLVED FURTHER**, that the Authorized Officers are hereby authorized and directed to employ the law firm of Nelson Mullins Riley & Scarborough LLP as general bankruptcy counsel to the Company and its Subsidiaries in each case to represent and assist the Company and its Subsidiaries in filings under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the rights and interests of the Company and its Subsidiaries and, in connection therewith, the Authorized Officers are hereby authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and to cause to be filed appropriate Bankruptcy Court applications for authority to retain the services of Nelson Mullins Riley & Scarborough LLP; and it is

**RESOLVED FURTHER**, that the Authorized Officers are hereby authorized and directed to employ the law firm of Kaleo Legal as special counsel to the Company and its Subsidiaries in each case to represent and assist the Company and its Subsidiaries in filings under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the rights and interests of the Company and its Subsidiaries and, in connection therewith, the Authorized Officers are hereby authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and to cause to be filed appropriate Bankruptcy Court applications for authority to retain the services of Kaleo Legal; and it is

**RESOLVED FURTHER**, that the Authorized Officers are hereby authorized and directed to employ the law firm of McGuireWoods LLP as special litigation counsel to the Company and its Subsidiaries in each case to represent and assist the Company and its Subsidiaries in filings under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the rights and interests of the Company and its Subsidiaries and, in connection therewith, the Authorized Officers are hereby authorized and directed to pay appropriate retainers prior to and immediately upon the filing of the chapter 11 cases, and to cause to be filed appropriate Bankruptcy Court applications for authority to retain the services of McGuireWoods LLP; and it is

**RESOLVED FURTHER**, that each Authorized Officer is hereby authorized and empowered to employ and retain all assistance by legal counsel, accountants, restructuring

advisors, and other professionals, subject to Bankruptcy Court approval, and to perform any and all further acts and deeds the Authorized Officer deems necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Reorganization; and it is

**RESOLVED FURTHER**, that each Authorized Officer is authorized and empowered, to negotiate, execute, deliver, certify, file and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Authorized Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such Authorized Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Authorized Officer may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Authorized Officer to constitute evidence of such approval;

(i) to negotiate, execute, deliver, certify, file and/or record, and perform, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Authorized Officer deems appropriate or advisable in connection therewith;

(ii) to do such other things as may be required, or as may in such Authorized Officer's judgment be necessary, proper or desirable, to carry out the intent and effectuate the purposes of the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

**RESOLVED FURTHER**, that all actions taken by the Authorized Officers prior to the date of these resolutions and within the authority conferred, are proved in all respects as the act and deed of the Company.

**Fill in this information to identify the case:**Debtor name RMS Titanic, Inc.United States Bankruptcy Court for the: MIDDLE DISTRICT OF FLORIDA

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 14, 2016X /s/ Michael J. Little

Signature of individual signing on behalf of debtor

Michael J. Little

Printed name

Chief Financial Officer and Chief Operating Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,<sup>1</sup>

Case No.

Chapter 11

Debtors.

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS<sup>2</sup>**

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
RMS Titanic, Inc.	Jay C. Abraham Cust Brynne A. Abraham Under the AZ Unif Tran Min Act	REDACTED		1
	John F. Acroyd Sharon A. Acroyd JT TEN	REDACTED		3
	Joan A. Adaczyk	REDACTED		1
	Thomas F. Adams	REDACTED		20
	Dave Almeida	REDACTED		1
	Thomas P. Anderson & Cindie Anderson JT TEN	REDACTED		3
	Lisa Andre	REDACTED		1

<sup>1</sup> The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

<sup>2</sup> This list serves as the disclosure required to be made by the Debtors pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. Equity positions listed for Preferred A and Preferred B holders are as of June 13, 2016. Equity positions for common holders are as of June 13, 2016. Address information for individual holders has been redacted to maintain confidentiality.



Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Nancy Rodman Anguish 1991 Trust c/o Rod Steele	REDACTED		10,635
	Anthony Anneski	REDACTED		1
	Wayne Archibald	REDACTED		1
	Arthur E. Armstrong & Sandra M. Armstrong JT TEN	REDACTED		5
	AST Exchange Agent CO#05539 Premier Exhibitions	6201 15th Avenue Brooklyn, NY 11219		27,423
	Douglas Banker	REDACTED		4,894
	Douglas Banker Trustee Douglas Banker Trust U/A Dated 03/30/10	REDACTED		6,687
	Kresimir Banovac & Spomenka Banovac JT TEN	REDACTED		4
	Michael Barbara	REDACTED		1
	Robert G. Barth	REDACTED		3
	Michael Blanchard	REDACTED		1
	Barbara Bodington	REDACTED		1
	Ralph Bosetti & Dorothy Bosetti JT TEN	REDACTED		1
	Frederick W. Branch	REDACTED		9
	Bob Brandon	REDACTED		1,331
	Robert A. Brandon	REDACTED		5,500
	Christopher M. Brandt	REDACTED		1
	Jeanne Brown	REDACTED		1
	Kevin Buckerfield	REDACTED		1
	Buckteeth Enterprises, LLC c/o Robert Bernasek	124 Columbia Heights Brooklyn, NY 11201		3,218

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Bruce Burgess	REDACTED		1
	Catherine N. Byers	REDACTED		10
	Caminvestco, Inc. c/o JD & Faye Cameron	119 Kiowana Beach Rd Meadford, Ontario Canada N4L 1W5		2,621
	Caminvestco, Inc. c/o JD & Faye Cameron	119 Kiowana Beach Rd Meadford, Ontario Canada N4L 1W5		3,335
	171517 Canada, Inc. c/o Shlomo Drazin	1117 Ste Catherine Street W., No 303 Montreal Quebec Canada H3B 1H9		18,422
	123180 Canada, Inc.	2021 Union Montreal Quebec Canada H3A 2S9		2,923
	Cede & Co. (Fast Account)	P.O. Box 20 Bowling Green Station New York, NY 10004		4,469,789
	Philip A. Ciborowski	REDACTED		10
	Clearstream Global Securities, Inc.	Team B 2600 Cork Airport Business Park Kinsale Road Cork, Ireland		919
	Connie M. Cline	REDACTED		2
	David Comeaux	REDACTED		1
	Cousins Partners Ltd.	P.O. Box 871		1,005

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Heather Cranham	REDACTED		1
	John L. & Stacy M. Creswell	REDACTED		245
	Donna Cromie	REDACTED		1
	Mary Cuckson	REDACTED		1
	Joseph C. Dale	REDACTED		1
	George & Rosemarie Davis	REDACTED		12,060
	Paul Davis III & Kathryn B. Davis	REDACTED		124
	Paul L. Davis, Jr. & Betty Rae Davis	REDACTED		760
	Paul L. Davis, Jr. Family Trust	REDACTED		576
	Edward Depaola & Anna Depaola JT TEN	REDACTED		5
	Patricia Dobrick Cust. Owen Christopher Dobrick UTMA/NY	REDACTED		1
	Denise Dodd	REDACTED		1
	Nanci Donato	REDACTED		1
	Patrick & Katherine Dorsey	REDACTED		4,218
	Richard Dorshorn TR 11/30/04	REDACTED		3
	Philip M. Drake	REDACTED		15,859
	Malca & Shlomo Drazin	REDACTED		11,859
	Shulamit & Tamara Drazin	REDACTED		11,123
	Dorothy H. Dresslar	REDACTED		10
	Edwin Eckerson	REDACTED		5
	David M. Ellis	REDACTED		13,888
	Leann Enderson	REDACTED		1
	Elfriede Engler Erdlen, Executor for the Estate of Kurt Engler	REDACTED		6

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Scott M. Ernste	REDACTED		1
	Stephen A. Fairfield	REDACTED		1
	Robert Falkner	REDACTED		1
	Lange Feng	REDACTED		669,643
	Paul Fewtrell	REDACTED		1
	Chloe Foster	REDACTED		1
	T. Pat Fox & Joy Fox JT TEN	REDACTED		50
	Susan Fritz	REDACTED		1
	Trudy Funkhouser	REDACTED		1
	Gladys Gantt	REDACTED		1
	Patricia Gathof	REDACTED		1
	Linda Gaudette	REDACTED		1
	Tony Glisson C/F Jackey Bennett UTMA FL	REDACTED		1
	Angela Glynn & Andrew Glynn JT TEN	REDACTED		1
	First Clearing Corp. Custodian for Robert Goren Rollover IRA Account	REDACTED		600
	Robert Graham & Rebecca Graham JTWROS	REDACTED		1
	Sean J. Greene	REDACTED		1,600
	Kathleen L. Greger	REDACTED		10
	Palmer Grim	REDACTED		1
	Isadore K. Grossman Trust FBO: Zachary Grossman	REDACTED		679
	Zachary Grossman	REDACTED		923
	Gayle Gruber	REDACTED		9
	MSSB Custodian FBO David Whitmire POD Mary Gwinnette Ganchoff Rollo	REDACTED		2,074

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Hadley Citrus Company	26 Crest Road E. Rolling Hills, CA 90274		465
	Hadley Family Trust Dtd 09/26/02	REDACTED		466
	Jeanne E. Hadley Trustee The Hadley Family Trust Dtd 09/26/02	REDACTED		398
	David Harrell & Laura Lallos	REDACTED		117
	Mary Harris	REDACTED		1
	Jess A. Helwig & Barbara Helwig	REDACTED		11
	Bill Henry	REDACTED		7,326
	High Nature Holding Ltd.	Unit 8, 3rd Floor Qwomar Trading Complex Blackburn Road Port Purcell Road Town, Tortula British Virgin Islands VG1110		1,116,071
	Mark S. Holecek Trustee Mark S. Holecek Declaration of Trust dtd 08/16/00	REDACTED		1,069
	Michelle Holley	REDACTED		1
	Adrianne K. Holmes	REDACTED		1
	Jon Housman	REDACTED		2,894
	Sandy Huiett	REDACTED		1
	Deborah A. Isham	REDACTED		1
	Jack Jacobs	REDACTED		779
	Mary Jane & William H. Holmes	REDACTED		13,180

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Samir Joglekar	REDACTED		1
	Peter H. Johnson	REDACTED		1
	Frederic E. Jones	REDACTED		1
	Michael K. Kelly & Jacqueline A. Kelly	REDACTED		85
	Neil Kelly	REDACTED		1
	Raymond C. Kinzel IRA Rollover	REDACTED		428
	Roger C. Kipp, Sr. Cust Ian Kipp Whitson Under the WA Unif Tran Min Act	REDACTED		1
	Alex Klingelhofer	REDACTED		439
	Alexandra Klingelhofer	REDACTED		453
	John Knizner	REDACTED		1
	Steven E. Kolb	REDACTED		6
	Candy Korn	REDACTED		20
	Stuart R. Korshak & Louise H. Korshak Living Trust U/A 09/01/98 Attn: Stuart R. Korshak	REDACTED		8,422
	Anne E. Kowpak	REDACTED		1,068
	Rick Kraniak	REDACTED		3,790
	Sandra Kreis	REDACTED		1
	Bettina Kron	REDACTED		1
	Karlheinz E. Kron	REDACTED		1
	Karl-Heinz Kron	REDACTED		2
	Neil Kuchinsky	REDACTED		1
	Mahadeb & Usha Kundu	REDACTED		333
	Sumit Kundu	REDACTED		164
	Usha Kundu M D Sep IRA	REDACTED		271
	David P. Lachs	REDACTED		1
	Mary Jane Lagano & John R. Lagano JT TEN	REDACTED		100

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Eva Lam GDN Jonathan T S Lee	REDACTED		1
	Landover Corporation c/o William L. Holmes	423 Grubstake Avenue Midland, TX 79702		13,071
	Orville Leigh	REDACTED		1
	Marilyn Jaye Lewis	REDACTED		17
	Joyce Linder	REDACTED		1
	Link Shareholder Services, LLC	6201 15th Avenue Brooklyn, NY 11219		41
	Heidi Lloyd-Price	REDACTED		338
	Patrick A. Long	REDACTED		1
	Clyde Longman, Jr.	REDACTED		1
	Alan Luchay	REDACTED		1
	Robert A. MacDonald IRA	REDACTED		270
	The MacDonald Family Trust	REDACTED		49
	Marianne C. Madigan	REDACTED		1,084
	Willard Magness	REDACTED		1
	Patrick L. Maloney	REDACTED		9
	Mandra Forestry Limited c/o Portcullis Trustnet (BVI) Ltd.	P.O. Box 3444 Road Town, Tortula British Virgin Islands		781,250
	Ronald E. Manuel	REDACTED		8,545
	Laurence Nigel Marsh	REDACTED		16,133
	Denise Marshall	REDACTED		1

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Samuel C. Marty, Jr. & Julianne G. Marty, Trustee The Marty Trust dtd 01/06/95	REDACTED		136
	Brane Maselj	REDACTED		1
	John Mauren	REDACTED		1
	Mavuli Caboose Establishment c/o Zenobia Management SA Attn: Farouk Abdullah	Avenue Claud Nobs 14 P.O. Box 1459 Montreux, Switzerland 01820		10,681
	TD Ameritrade Clearing Cust f/b/o John W. McDonough II Rollover IRA	REDACTED		2,136
	Matthew & Kimberly McKissock	REDACTED		14,376
	Anthony Mecali	REDACTED		3
	Richard Mendez & Janet B. Mendez JT TEN	REDACTED		2
	Mary Meyers	REDACTED		1
	William L. Michaud	REDACTED		30
	Rodney Michael Cust Katie Michael UTMA/NC	REDACTED		1
	Vanessa T. Mitchell	REDACTED		1
	Anne Moberg	REDACTED		1
	Kay Moorhouse	REDACTED		1
	Robert Morrison & Jacqueline Patton JTWROS	REDACTED		1
	William C. Moyes	REDACTED		5
	Donald D. Mullen	REDACTED		5
	Scott Naugle	REDACTED		1



Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Nazca Limited	Royal Bank Plaza South Tower 200 Bay Street, Suite 2910 Toronto, Ontario Canada M5J2J2		7,610
	Nedbank Private Wealth Nominees (IOM) Ltd. (Nicholas Kessler)	REDACTED		5,340
	Robert Neill, III	REDACTED		50
	Kenneth E. Nielsen	REDACTED		1
	John Norman	REDACTED		2,818
	Jennifer S. Nurnberg	REDACTED		10
	John Nussbaum	REDACTED		1
	Willie Orbino & Marrison Orbino JT TEN	REDACTED		1
	Sachin Parate	REDACTED		7,333
	Lawrence Parker	REDACTED		1
	Elyse Claire Paske	REDACTED		1
	Payette Corp.	4 Boulevard Des Moulins Monaco Monaco MC- 98000		2,210
	Richard Payne & Joanne Payne JT TEN	REDACTED		1
	Rocco D. Pelillo, Jr.	REDACTED		1
	Joseph S. Piechocki	REDACTED		9
	Wayne Pomanowski	REDACTED		16,206
	Brooke V. Postley Trust U/A 12/02/89 c/o Howard Tuthill	REDACTED		14,171

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Premier Exhibitions, Inc. (Treasury)	3340 Peachtree Road Suite 2250 Atlanta, GA 30326		201
	Kim Price	REDACTED		1
	Prince Henry Navigator III, LLC	7226 Aynsley Lane McLean, VA 22102		276
	Bonney Prince	REDACTED		9
	David P. Prosser	REDACTED		1
	Patricia A. Pugliese	REDACTED		300
	Anthony Racioppo	REDACTED		1
	Michael T. Rae	REDACTED		1
	Richard F. Rathbone	REDACTED		3,546
	Fred P. Regna	REDACTED		9
	Christopher James Reilly	REDACTED		1
	The Rice Family LP	REDACTED		807
	Nancy Robinson	REDACTED		1
	Marc Roddin	REDACTED		1
	Edward Rogalski	REDACTED		20
	MSSB Custodian FBO Craig Coggins Rollover IRA Attn: Mike Harenberg	REDACTED		2,074
	Gary Roosa	REDACTED		1
	Paul Rupright	REDACTED		1
	Elizabeth Russo	REDACTED		1
	James Russo	REDACTED		3
	Jeffrey C. Sager	REDACTED		1
	Sharon Sanfosso	REDACTED		1
	Delia D. Santiago	REDACTED		1
	Simon Sculthorp	REDACTED		1

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Karl Schmedders	REDACTED		12,748
	Sellers Capital, LLC	707 Skokie Blvd. Suite 600 Northbrook, IL 60062		1,189
	Sellers Capital, LLC	707 Skokie Blvd. Suite 600 Northbrook, IL 60062		17,943
	Mark Sellers	REDACTED		1,379
	Katherine Seymour	REDACTED		462
	Jean A. Shackelford & Marvin J. Rudnitsky J.D. CO TTEES Jean A. Shackelford SUB-TR The Thomas B. Shackelford TR dtd 01/18/93	REDACTED		2
	Dennis E. Silvis c/f Ryan Jacob Silvis UTMA/PA	REDACTED		1
	Joyce Smith	REDACTED		1
	Raymond Smithurst	REDACTED		1
	David Soaru	REDACTED		1
	Shannon Sosnoski	REDACTED		1
	Astrid Soto	REDACTED		1
	Chris T. Spencer	REDACTED		1
	Richard Sperrazza	REDACTED		100
	Norton Starr	REDACTED		11,877
	Charles Steen	REDACTED		1
	Donald R. & Victoria L. Strumillo JTWR0S	REDACTED		40.901
	John T. Sullivan	REDACTED		9

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Susan B. Anthony & Co.	Commonwealth of PA Unclaimed Property Lockbox 53473 101 N. Independence Mall East Philadelphia, PA 19106		34
	Joseph Sutton	REDACTED		785
	Denise Sweeny	REDACTED		1
	Patricia Takeda	REDACTED		1
	Technical Sales & Application, Inc.	185 S. Central Avenue Oviedo, FL 32765		20
	Bruce E. Thoman & Patricia J. Thoman JT TEN	REDACTED		3
	Roy Tofte	REDACTED		3
	Andreas Tolkmitt	REDACTED		1
	Mike Troutman	REDACTED		1
	Reid Tucker	REDACTED		1
	H.S. Tuthill Rev Trust 01/31/96 c/o Howard S. Tuthill	REDACTED		11,807
	Daniel M. Uzelac	REDACTED		5
	Theodore Uzelac, Jr.	REDACTED		5
	Zeyn B. Uzman	REDACTED		1
	Bryan Paul Vallina	REDACTED		3
	Vita Center for Women, LLC 401(k) Plan c/o Ashlee Wockholz Country Trust Bank	P.O. Box 2020 1705 N. Towanda Avenue Bloomington, IL 61702		1,857
	Glenn W. Wakefield	REDACTED		3

Debtor	Registered Holder	Address of Equity Holder	Type of Equity Security	No. of Shares Held
	Jim Wallace	REDACTED		43
	Jerry Watkins	REDACTED		1
	Paula Watson & Colin Watson JT WROS	REDACTED		1
	Matthew A. Webber	REDACTED		3
	Sarah C. Wechsler	REDACTED		1,619
	Sam Weiser	REDACTED		67
	James W. Welch, Jr.	REDACTED		4,723
	Vincent Welling	REDACTED		1
	Bryan D. White	REDACTED		7,102
	Sterling Trust Company Custodian FBO: Carl White	REDACTED		602
	Carl W. & Barbara C. White	REDACTED		390
	Christopher D. White	REDACTED		5
	Melanie Wilson	REDACTED		1
	Mary Ann Winkowski	REDACTED		3
	Michael Wolter Cust Chuleepon M. Wolter Under the Mn Unif Tran Min Act	REDACTED		1
	Raymond C. Woo & Rosario P. Woo	REDACTED		680
	Michael Worley & Pauline Worley JT TEN	REDACTED		1
	Cindy Wright	REDACTED		1
	Michael J. Wylam	REDACTED		3
	Jihe Zhang	REDACTED		446,429
	Bob Zifchak Cust Julia Zifchak UTMA/NJ	REDACTED		1

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